

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE:) Chapter 11
FABER BROTHERS, INC.,) Case. No. 06 B 07852
Debtor.) Hon. Jack B. Schmetterer

**SECOND AMENDMENT TO AGREED ORDER AUTHORIZING DEBTOR TO: (A)
USE CASH COLLATERAL ON AN EMERGENCY BASIS; AND (B) GRANT
ADEQUATE PROTECTION AND PROVIDE SECURITY AND OTHER RELIEF TO
WELLS FARGO FOOTHILL, INC.**

This matter having come before this Court on the motion ("Motion") of Faber Brothers, Inc. ("Debtor"), requesting that this Court enter an order authorizing Debtor to use cash collateral on an emergency and final basis, and grant adequate protection and provide security and other relief to Wells Fargo Foothill, Inc. ("Lender") in connection therewith; the Court, on July 20, 2006, having entered an Agreed Order Authorizing Debtor To: (A) Use Cash Collateral On An Emergency Basis; and (B) Grant Adequate Protection And Provide Security And Other Relief To Lender ("Emergency Cash Collateral Order") and having set August 21, 2006 for the continued Final Hearing on the Motion pursuant to that certain first amendment to the Emergency Cash Collateral Order entered on August 7, 2006; notice of the Final Hearing being sufficient and given to those parties required under the Emergency Cash Collateral Order pursuant to that certain Notice and Certificate of Service filed by the Debtor on July 20, 2006, as docket no. 20; the Debtor, Lender and the Committee having agreed to continue the Final Hearing and amend the Emergency Cash Collateral Order as herein provided; and unless otherwise indicated, all capitalized terms used herein having the meanings ascribed thereto in the Emergency Cash Collateral Order and by this reference being made a part hereof.

Having considered the Motion and the record in this Case, **IT IS HEREBY**

ORDERED THAT:

1. The date "August 21, 2006" in Definition 26 (Termination Date) in Exhibit A of the Emergency Cash Collateral Order is hereby replaced with the date "September 1, 2006."

2. The Budget shall be deemed replaced by the budget attached hereto as Exhibit A.

3. The Budget shall be further deemed to include any expenses incurred by the Debtor pursuant to and in accordance with the Faber Brothers, Inc. Sales Commission Program dated August 10, 2006, as amended from time to time with Lender's consent. Furthermore, any such expenses shall constitute Unpaid Budgeted Expenses even if not payable by Debtor until after the Termination Date, provided, that, such expenses otherwise satisfy the definition of Unpaid Budgeted Expenses.

4. Paragraph 3 (Carveout Terms) of the Emergency Cash Collateral Order shall be amended by replacing the amount of "\$25,000" in subsection (i) thereof with the amount of "\$40,000."

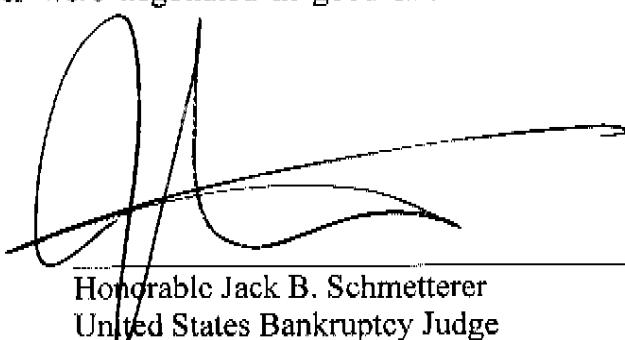
5. The Final Hearing shall occur on September 1, 2006 at 1:30 P.M. and may be continued from time to time without further notice other than that given in open court. Only presently filed objections to the proposed Final Hearing Order shall be deemed reserved and continued to the adjourned Final Hearing.

6. Debtor acknowledges and agrees, and the Court finds, that all of Lender's rights with respect to existing Events of Default, if any, are preserved notwithstanding the entry of this Order.

7. Except as expressly set forth herein, the terms of the Emergency Cash Collateral Order are not altered and remain in full force and effect.

8. The terms of this Order were negotiated in good faith and at arms' length.

DATED: August 21, 2006



Honorable Jack B. Schmetterer
United States Bankruptcy Judge

Faber Brothers, Inc.

WEEKLY CASH FLOW FORECAST

Line #		Remaining Budget	8/25/2006	9/1/2006	Total
1	Opening cash balance	2,338,517	2,299,766	2,470,116	2,338,517
	Sources				
2	Collection on accounts receivable		200,000	350,000	550,000
3	Collection on cash sales		25,000	150,000	175,000
	Uses				
4	Payroll expense:				
5	Weekly payroll expense-Salary	8,000	16,500	24,500	
6	Weekly payroll expense-Hourly	7,000	7,500	22,000	
7	Commissions		5,000	70,000	75,000
8	Weekly payroll expense	7,000	20,500	94,000	121,500
9	Administrative and General				
10	Rent	3,750	540	4,290	
11	Receipts from Subtenant			0	0
12	Chief Liquidating Officer	27,500	45,000	72,500	
13	Professional fees-Debtors:			0	0
14	Debtors Legal			0	0
15	CCC			0	0
16	Equipment Rental	225		225	
17	Comp & Office Supplies		200		
18	Utilities	5,190			
19	Insurance-agent	12,206			
20	Communications			0	0
21	Insurance group			0	0
22	Equipment repair & maintenance	1,000			
23	Computer programming			0	0
24	Postage & EDI	5,680	200	450	6,530
25	Burglar alarm			0	0
26	Taxes & licenses		1,250		1,250
27	Travel		3,000		3,000
28	Health & sanitation		2,500		2,500
29	Other			0	0
30	Payroll on-costs			0	0
31	Payroll taxes			0	0
32	Document storage			0	0
33	Advertising			3,000	3,000
34	US Trustee fees			0	0
35	Selling				
36	Salesperson travel			0	0
37	Total Operating Expenses:	38,751		54,650	142,490
					235,891
	Estimated Surplus/(Deficit)	2,299,766		2,470,116	2,827,626
					2,827,626